

C O R P O R A T I O N

RECORDATION NO.

20884
FILED

SEP 23 '97

1-11 PM

September 22, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Lease Assignment dated April 21, 1997 between the following parties:

Assignee: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, OH 44131

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

The Equipment involved in this lease includes:

95 Box Cars
LACX 52001 - LACX 52095

Please record this agreement as a primary document. The filing fee of \$24 is enclosed. Thank you for your assistance, and should you have any questions please call me at (216)328-8700.

Sincerely,

Michele L. Wagner
Lease Administrator

Enclosure

ICX CORPORATION

3 Summit Park Drive

Suite 200

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

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SURFACE TRANSPORTATION
BOARD

MEMORANDUM OF LEASE ASSIGNMENT

SEP 23 '97

1-11 PM

This Memorandum of Lease Assignment is entered into as of the 21st day of April, 1997, by and between The Andersons, Inc., an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, Ohio 43537 ("Lessor" or "Assignor") and ICX Corporation, an Ohio corporation having its principal place of business at 3 Summit Park Drive, Suite 200, Cleveland, Ohio 44131 ("Assignee").

1. Lessor and Goodyear Tire and Rubber Company ("Lessee") are parties to that certain Net Lease Agreement dated as of June 21, 1996 (the "Master Lease"), and Amendment to Rider GOOR2 dated as of March 11, 1997 (the "Assigned Schedule"), whereby Lessor leases to Lessee 95 Box Cars bearing consecutive railroad reporting marks LACX 52001 through LACX 52095, inclusive (collectively, the "Railcars").

2. Lessor is, effective as of the date hereof: (a) assigning to Assignee, all rights, title, interest and obligations of Lessor in, under and to the Assigned Schedule, and Assignee shall be accepting and assuming all of the same, in each case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance, pursuant, in part, to that certain Master Purchase Agreement dated as of December 27, 1996, and the Amended and Restated Purchase Schedule Number 1 dated as of April 21, 1997; and (b) selling the Railcars to Assignee, and Assignee shall be the owner of the Railcars and Assignor shall thereupon have no interest or authority of any nature regarding the Railcars.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

Signed and acknowledged
in the presence of:

Nicholas P. Conrad
Robin S. Heinema

Signed and acknowledged
in the presence of:

Bene S. Tattka
Michelle Wagner

THE ANDERSONS, INC., Assignor

By: Cary Smith
Name/Title: V.P. Fin. & Inv.

ICX CORPORATION, Assignee

By: Michael R. Babbitt
Name/Title: Sr. Vice President

CORPORATE FORM OF ACKNOWLEDGMENT

State of Ohio)
) SS:
County of Lucas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Andersons, Inc., an Ohio corporation (the "Corporation"), by Gary Smith its V.P. Treasurer who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Maumee, Ohio, this 18th day of September, 1997.



Cathy L. Redford
Notary Public

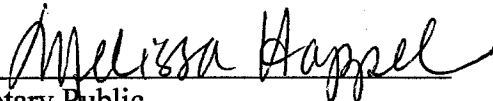
CATHY L. REDFORD
Notary Public, Lucas Cty., State of Ohio
My Commission Expires 4-10-99

CORPORATE FORM OF ACKNOWLEDGMENT

State of Ohio)
) SS:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael R. Babbitt its Sr. Vice President who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 22nd day of September, 1997.



Notary Public

MELISSA HAPPEL
Notary Public, State of Ohio, Medina City.
My Commission Expires April 18, 2001